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INTERSTATE COMMERCE COMMISSION

January 16, 1990

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INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are an original and a verified true copy of a) an Assignment and Assumption Agreement dated as of January 12, 1990 between Railway Marketing Corporation, Assignor, and American Rail & Marine Corp, Assignee, and 2) an Assignment and Assumption Agreement dated as of January 12, 1990 between American Rail & Marine Corp, Assignor, and Citicorp Railmark, Inc., Assignee, and a Consent to Assignment dated January 5, 1990 executed by the American Cyanamid Company, secondary documents as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Lease dated as of January 15, 1980 between Railway Marketing Corporation, Lessor, and American Cyanamid Company, Lessee, which was recorded on February 1, 1980 under Recordation Number 11445.

The names and addresses of the parties to the enclosed documents are:

Railway Marketing Corporation
Route 4, P.O. Box 220
Crystal River, Florida 32625

American Rail & Marine Corp.
575 Madison Avenue
New York, N.Y. 10022

Counterparts - CT/Kappler

Ms. Noreta R. McGee
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Citicorp Railmark, Inc.
601 Midland Avenue
Rye, New York 10580

American Cyanamid Company
1 Cyanamid Plaza
Wayne, New Jersey 07470

A description of the railroad equipment covered by the enclosed documents is:

50 100-ton, 4750 cubic foot covered hopper cars originally marked MBFX 4925 - MBFX 4974, and now marked FMLX 45400 - FMLX 45415, BN 459823 - BN 459850 and MBFX 4925, 4928, 4931, 4932, 4950 and 4960.

Also enclosed is a check in the amount of \$45 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed documents to appear in the Commission's Index is:

Assignment and Assumption Agreements each dated as of January 12, 1990 between Rail Marketing Corporation and American Rail & Marine Corp. ("ARMC"), and ARMC and Citicorp Railmark, Inc., and Consent to Assignment dated January 5, 1990 executed by American Cyanamid Company, covering 50 covered hopper cars.

Very truly yours,


Charles T. Kappler

Enclosures